

**EVIDENCE OF TRANSFER OF CLAIM**

TO: United States Bankruptcy Court  
Southern District of New York  
Attn: Clerk

AND TO: Sears Holding Corporation, et al., Jointly Administered  
Case No. 18-23538

Claim #: 5535 / Schedule ☐

**WATERSTONE, LLC**, its successors and assigns ("Assignor"), for good and valuation consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

**TANNOR PARTNERS CREDIT FUND, LP**  
555 Theodore Fremd Avenue, Suite C209  
Rye, NY 10580  
Attn: Robert Tannor

its successors and assigns ("Assignee"), all rights title and interest in and to the administrative expense claim or cure claim of Assignor pursuant to section 503(b)(9) of the United States Bankruptcy Code, including all rights of stoppage in transit, replevin and reclamation, in the principal amount of not less than \$3,010,95 ("Claim") against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Assignor hereby waives any objection to the transfer of the Claim to Assignee or the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Claim and recognizing the Assignee as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer by its duly authorized representative dated this 22 day of January 2019.

**WATERSTONE, LLC**

**TANNOR PARTNERS CREDIT FUND, LP**

By: 

By: /s/ Robert J. Tannor